



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

January 17, 1984

RECORDATION NO. 7744-F

FILED 1426

4-018A064

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JAN 18 1984 11 25 AM

No.

Date

JAN 18 1984

INTERSTATE COMMERCE COMMISSION

Fee \$ 10.00

ICC Washington, D. C.

Re: The Atchison, Topeka and Santa Fe Railway Company,
Equipment Trust, Series J, Supplement No. 6,
dated January 1, 1984

Dear Secretary:

Enclosed herewith please find an original and one
counterpart of the document described below to be recorded
pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is Supplement No. 6, dated as of
January 1, 1984, to The Atchison, Topeka and Santa Fe Railway
Company Equipment Trust Agreement, dated as of December 15,
1974.

That Equipment Trust is the primary document to which
this supplement is connected and is recorded under Recordation
No. 7744.

The names and addresses of the parties to this
document are:

The Company, as Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, IL 60604

The Trustee, as Trustee and Lessor:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, IL 60690

The equipment covered by Equipment Trust Agreement,
Series J, is described on Exhibit 1.

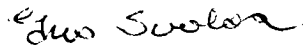
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JAN 18 11 33 AM '84
I.C.C.
FEE COLLECTION

Interstate Commerce Commission
Page Two
January 17, 1984

For the convenience of the parties. I have enclosed five additional counterparts of the supplement, which I should like to have returned to me bearing the recordation information.

A check in the amount of \$10 is also enclosed in payment of the Commission's prescribed recordation fee.

Very truly yours,



Gus Svolos
Vice President-Law

JQG/LBM/kad

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

1/18/84

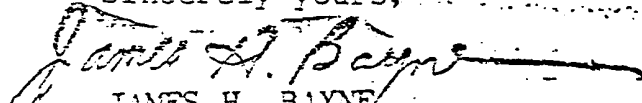
OFFICE OF THE SECRETARY

Gus Svolos
Vice President - Law
The Atchison, Topeka & Santa Fe RYW. Co.
80 East Jackson Blvd.
Chicago, Illinois 60604

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/18/84 at 11:45am and assigned re-recording number(s) 7744-F

Sincerely yours,


JAMES H. BAYNE
Secretary

Enclosure(s)

SE-30
(7/79)

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY
EQUIPMENT TRUST, SERIES J

RECORDATION NO. 2744-F
Filed 1984

JAN 18 1984 - 11 25 AM

SUPPLEMENT No. 6, dated as of January 1, 1984, to
Equipment Trust Agreement, dated as of December 15, 1974, (the
"Agreement"), between The Atchison, Topeka and Santa Fe Railway
Company (the "Company") and Harris Trust and Savings Bank, as
Trustee (the "Trustee"), by which The Atchison, Topeka and
Santa Fe Railway Company Equipment Trust, Series J, is created.

1. In accordance with Section 4.6 of the Agreement,
the Company hereby states that certain identifying numbers
assigned to the railroad equipment included in said Equipment
Trust have been changed, as set forth on the Statement of New
Identifying Numbers, dated January 1, 1984, attached hereto as
Exhibit 1.

2. The Agreement is hereby amended by substituting a
new Schedule A, revised in accordance with this Supplement, for
the present Schedule A. A copy of the revised Schedule A is
attached hereto as Exhibit 2.

3. The Trustee hereby acknowledges receipt of said
Statement and Schedule.

4. The Company shall cause this Supplement together
with said Statement and Schedule to be filed and recorded with
the Interstate Commerce Commission in the manner provided by
Section 6.4 of the Agreement.

IN WITNESS WHEREOF, the Company and the Trustee have
caused the Supplement to be executed by their respective duly
authorized officers and have affixed their duly attested
corporate seals, as of the date first above written.

THE ATCHISON, TOPEKA AND
SANTA FE RAILWAY COMPANY

By AG Rugg
Executive Vice President

ATTEST:

T. M. Mc Govern
Assistant Secretary

HARRIS TRUST AND SAVINGS BANK,
as Trustee

By PS mason
Vice President

ATTEST:

C. Potts
Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 12th day of January, 1984, before me personally appeared D. G. Ruegg, to me personally known, who, being by me duly sworn, says that he is Executive Vice President of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires

My Commission Expires May 19, 1987

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

On this 13th day of January, 1984, before me personally appeared R. G. MASON, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires DECEMBER 2, 1985

Exhibit 1
January 1, 1984

STATEMENT OF NEW IDENTIFYING NUMBERS
(SERIES J)

<u>Number of Units</u>	<u>Description</u>	<u>Original Numbers</u>	<u>New Numbers</u>
2	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder	291903 291997	90034 90036

[EQUIPMENT TRUST, SERIES J]

SCHEDULE A

<u>Quantity</u>	<u>Type</u>
200	52'6" 70-ton insulated box cars with roller bearing trucks, Pacific Car and Foundry Company, builder; Nos. 522600 to 522799, both inclusive
20	U-36-C 3600 HP Diesel Locomotive Units, General Electric Company, builder; Nos. 8774 to 8793, both inclusive
23	GP-39-2 2300 HP Diesel Locomotive Units, Electro-Motive Division, General Motors Corporation, builder; Nos. 3617 to 3626 inclusive (10 units) and 3656 to 3668, inclusive (13 units)
100	89'4" 70-ton Flat Cars with roller bearing trucks, Bethlehem Steel Corporation, builder; Nos. 90034 (1 car), 90036 (1 car), 296568 to 296575 (8 cars), 291902 (1 car), 291904 to 291915 (12 cars), 291917 to 291947 (31 cars), 291949 to 291953 (5 cars), 291955 to 291960 (6 cars), 291962 to 291971 (10 cars), 291973 to 291996 (24 cars), and 291999 (1 car)
50	50'6" 100-Ton Box Cars, Pullman Incorporated, builder; Nos. 45785 to 45834, both inclusive
500	61'100-Ton Insulated Box Cars, Santa Fe Rail Equipment Company, builder; Nos. 621600 to 622099, both inclusive
600	4,750 Cu. Ft. 100-Ton Covered Hopper Cars, Pullman Incorporated, builder; Nos. 315200 to 315799, both inclusive
100	70'10" 100-Ton Hopper Cars, Greenville Steel Car Company, builder; Nos. 165000 to 165099, both inclusive
84	60'9" 100-Ton Box Cars, Pullman Incorporated, builder; Nos. 611616 to 611699, both inclusive
75	100-Ton Triple Cross Hopper Cars, Santa Fe Rail Equipment Company, builder; Nos. 179000 to 179074, both inclusive

- 25 89'4" 70-ton Flat Cars for trailer or
 container service, with roller bearing
 trucks (Class Ft-91), Bethlehem Steel
 Corporation, builder; Nos. 295275 to 295299,
 both inclusive
- 5 60' Box Cars, 70-ton capacity with roller
 bearing trucks (Class Bx-194), Fruit Growers
 Express Company, builder; Nos. 600745 to
 600749, both inclusive